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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning , 2011, and ending

Name of foundation The Hester E. & Edwin W. Giddings Foundation		A Employer identification number 84-1266717
Number and street (or P O box number if mail is not delivered to street address) C/O Gregory L. Thatcher, 3 Broadmoor Ave		B Telephone number (see the instructions) (719) 471-4066
City or town Colorado Springs	State ZIP code CO 80906	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 1,274,456.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	231.	231.		
4 Dividends and interest from securities	25,063.	25,063.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	-65,934.			
b Gross sales price for all assets on line 6a	378,922.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
Partnership loss (< 1.5% interest)	-8,161.	-8,161.		
12 Total. Add lines 1 through 11	-48,801.	17,133.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	962.			
b Accounting fees (attach sch) L-16b Stmt	2,530.			
c Other prof fees (attach sch) L-16c Stmt	7,375.	7,375.		
17 Interest				
18 Times (attach schedule) (see Instrs) See Line 18 Stmt	1,110.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
Office	31.	31.		
24 Total operating and administrative expenses. Add lines 13 through 23	12,008.	7,406.		
25 Contributions, gifts, grants paid	53,500.			53,500.
26 Total expenses and disbursements. Add lines 24 and 25	65,508.	7,406.		53,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-114,309.			
b Net investment income (if negative, enter -0-)		9,727.		
c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	859.	859.	859.
	2 Savings and temporary cash investments	283,968.	213,731.	213,731.
	3 Accounts receivable 1,809.			
	Less: allowance for doubtful accounts	2,527.	1,809.	1,809.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	640.	0.	0.
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	64,785.	0.	0.
	b Investments — corporate stock (attach schedule) L-10b Stmt	956,297.	919,429.	995,705.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	0.	59,376.	62,352.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,309,076.	1,195,204.	1,274,456.	
LIABILITIES	17 Accounts payable and accrued expenses		445.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		445.		
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	1,309,076.	1,194,759.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,309,076.	1,194,759.	
31 Total liabilities and net assets/fund balances (see instructions)	1,309,076.	1,195,204.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,309,076.
2 Enter amount from Part I, line 27a	2	-114,309.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,194,767.
5 Decreases not included in line 2 (itemize) Penalty	5	8.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,194,759.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Mars Hill Global Relative Fund		P	07/14/10	04/04/11
b Mars Hill Global Relative Fund		P	07/14/10	05/10/11
c US Treasury Bond Stripped		P	04/23/10	01/19/11
d Proshares Ultra Short Euro		P	03/17/10	03/04/11
e See Columns (a) thru (d)				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 39,284.		44,262.	-4,978.
b 152,743.		181,714.	-28,971.
c 51,351.		64,785.	-13,434.
d 99,777.		114,936.	-15,159.
e See Columns (e) thru (h)		39,159.	-3,392.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-4,978.
b			-28,971.
c			-13,434.
d			-15,159.
e See Columns (i) thru (l)			-3,392.

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-65,934.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	-62,542.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	49,828.	1,399,786.	0.035597
2009	70,000.	1,314,960.	0.053234
2008	50,500.	1,575,646.	0.032050
2007	94,700.	1,739,566.	0.054439
2006	71,040.	1,492,151.	0.047609

2 Total of line 1, column (d)	2	0.222929
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044586
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,302,527.
5 Multiply line 4 by line 3	5	58,074.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97.
7 Add lines 5 and 6	7	58,171.
8 Enter qualifying distributions from Part XII, line 4	8	53,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	195.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	195.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	195.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	0.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	0.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	195.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 0. Refunded ☐	11		

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CO - Colorado</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Gregory L. Thatcher, Treasurer</u> Telephone no. <u>(719) 471-4066</u> Located at <u>3 Broadmoor Avenue</u> <u>Colorado Springs CO</u> ZIP + 4 <u>80906</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

Part VII B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

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Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Daniel B. Thatcher Colorado Springs CO 80906	President 1.00	0.	0.	0.
Therese M. Thatcher Colorado Springs CO 80906	Vice Pres 1.00	0.	0.	0.
Gregory L. Thatcher Colorado Springs CO 80906	Treasurer 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 None	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	947,386.
b Average of monthly cash balances	1b	374,976.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,322,362.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,322,362.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,835.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,302,527.
6 Minimum investment return. Enter 5% of line 5	6	65,126.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	65,126.
2a Tax on investment income for 2011 from Part VI, line 5	2a	195.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	195.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	64,931.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	64,931.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	64,931.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	53,500.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,500.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				64,931.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	2,297.			
e From 2010	0.			
f Total of lines 3a through e	2,297.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 53,500.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				53,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	2,297.			2,297.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				9,134.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year Schedule attached				53,500.
Total			3a	53,500.
<i>b</i> Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			231.	14		
4 Dividends and interest from securities			25,063.	14		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			-65,934.	18		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a Partnership loss (< 1.5% interest)			-8,161.	14		
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			-48,801.			
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

THE HESTER E. AND EDWIN W. GIDDINGS FOUNDATION
Colorado Springs, Colorado

84-1266717

Year Ended December 31, 2011

GRANTS AND CONTRIBUTIONS
Part XV, 3a

<u>Organization</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Assistance League 211 East Costilla Street Colorado Springs, CO 80903	General purpose	\$ 2,000
Care and Share 2605 Preamble Point Colorado Springs, CO 80915	General purpose	2,000
CASA 701 South Cascade Avenue Colorado Springs, CO 80903	General purpose	2,500
Chamber Orchestrue of the Springs P.O. Box 7911 Colorado Springs, CO 80933	General purpose	2,500
Cheyenne Mountain Zoo 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	General purpose	2,000
Colorado Open Land 274 Union Boulevard, Suite 320 Lakewood, CO 80228	General purpose	2,000
Colorado Springs Pioneers Museum 215 South Tejon Street Colorado Springs, CO 80903	General purpose	3,500
Court Care P.O. Box 68 Colorado Springs, CO 80901	General purpose	1,500
Early Connections Learning Centers 104 East Rio Grande Colorado Springs, CO 80903	General purpose	2,500
Family Life Services 1880 South Cascade Avenue Colorado Springs, CO 80905	General purpose	2,000
Goodwill Industries 2320 West Colorado Avenue Colorado Springs, CO 80934	General purpose	2,000

THE HESTER E. AND EDWIN W. GIDDINGS FOUNDATION
Colorado Springs, Colorado

84-1266717

Year Ended December 31, 2011

GRANTS AND CONTRIBUTIONS
Part XV, 3a

<u>Organization</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Haven House 111 North Walnut Street Colorado Springs, CO 80905	General purpose	\$ 2,000
Hill Springs Learning Center 2776 Janitell Road Colorado Springs, CO 80906	General purpose	1,500
Komen for the Cure 625 North Cascade Avenue, Suite 110 Colorado Springs, CO 80903	General purpose	1,000
Peak Education 730 North Nevada Avenue Colorado Springs, CO 80903	General purpose	2,500
Peak Vista 722 Wahsatch Avenue Colorado Springs, CO 80903	General purpose	2,000
Pikes Peak Community Action P.O. Box 3468 Colorado Springs, CO 80901	General purpose	2,000
Pikes Peak Therapeutic Riding 13620 Halleluiah Trail Elbert, CO 80106	General purpose	1,500
Project Angel Heart 4190 Garfield Street, Unit 5 Denver, CO 80216	General purpose	3,000
Prospect Home Care and Hospice 16222 West US Highway 24, Suite 120 Woodland Park, CO 80863	General purpose	2,500
Ronald McDonald House Charities 311 North Logan Colorado Springs, CO 80909	General purpose	2,000
Opera Theatre of the Rockies P.O. Box 8110 Colorado Springs, CO 80933	General purpose	3,000

THE HESTER E. AND EDWIN W. GIDDINGS FOUNDATION
Colorado Springs, Colorado

84-1266717

Year Ended December 31, 2011

GRANTS AND CONTRIBUTIONS
Part XV, 3a

<u>Organization</u>	<u>Purpose of Grant</u>	<u>Amount</u>
TwoCor 625 Arrawanna Colorado Springs, CO 80909	General purpose	\$ 2,000
Westside Cares 1930 West Colorado Avenue Colorado Springs, CO 80904	General purpose	4,000
TOTAL		<u>\$ 53,500</u>

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, ProgramsName Dr. D.B. Thatcher, President - Giddings FoundationAddress 534 Orchestra DriveCity, St, Zip, Phone Colorado Springs, CO 80906 (719) 475-0068

The form in which applications should be submitted and information and materials they should include:

See attached

Any submission deadlines:

November 1 each year

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

See attached

Name _____

Address _____

City, St, Zip, Phone _____

The form in which applications should be submitted and information and materials they should include:

See attached

Any submission deadlines:

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

The Hester E. & Edwin W. Giddings Foundation
Colorado Springs, Colorado

84-1266717

Year Ended December 31, 2011

Part XV, 2b

No specific form for application is required. A letter including the amount requested, to what purpose it will be applied, and how the grant would fit into the overall purpose and budget of your agency is needed. Supplementary information regarding the age, governance, and budget of your organization is useful in considering the grant request.

Part XV, 2d

The Hester E. and Edwin W. Giddings Foundation provides grants generally ranging between \$500 and \$5,000 to organizations providing health, welfare, arts oriented, educational and open space preservation services of a charitable nature. Grants are rarely made to agencies outside of El Paso and Teller counties.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person ☒ Business ☐ Pamela T. Marsh				
Colorado Springs CO 80907	Secretary 1.00	0.	0.	0.
Person ☒ Business ☐ Wilton W. Cogswell, III				
Colorado Springs CO 80903	Trustee 1.00	0.	0.	0.
Person ☒ Business ☐ Christopher T. Marsh				
Colorado Springs CO 80919	Trustee 1.00	0.	0.	0.
Person ☒ Business ☐ Sheamus Croke				
Colorado Springs CO 80906	Student Trustee 1.00	0.	0.	0.
Person ☒ Business ☐ David G. Thatcher				
Denver CO 80220	Trustee 1.00	0.	0.	0.

Total

0. 0. 0.

Part VIII, Line 1:

An officer – trustee owns a minority interest in the investment advisory firm used by the Foundation for its investments. The Foundation paid \$932 to the investment advisory firm for the year ended December 31, 2011. The \$932 is shown on Line 16c of Part I as other professional services.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Proshares Ultra Short Euro	P	02/05/10	03/04/11
Capital gain dividends	P	12/01/10	12/31/11
Partnership capital loss	P	10/09/07	12/31/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,077.		36,585.	-1,508.
690.		0.	690.
0.		2,574.	-2,574.
Total		39,159.	-3,392.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-1,508.
			690.
			-2,574.
Total			-3,392.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Schedule attached	0.	0.	0.	0.
Total	<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Schedule attached	919,429.	995,705.
Total	<u>919,429.</u>	<u>995,705.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Schedule attached	59,376.	62,352.
Total	<u>59,376.</u>	<u>62,352.</u>

The Hester E. & Edwin W. Giddings Foundation
Colorado Springs, Colorado

84-1266717
December 31, 20101

Investments - U.S. Obligations
Part II - Line 10a

	Face Value	Cost		Fair Market Value
		December 31, 2010	December 31, 2011	December 31, 2011
U S Treasury Bond Stripped	214,000	\$64,785		
		\$64,785	\$0	\$0

The Hester E. & Edwin W. Giddings Foundation
Colorado Springs, Colorado

84-1266717
December 31, 2011

Investments Corporate Stock
Part II - Line 10b

	2011 Shares	Cost		Fair Market Value
		December 31, 2010	December 31, 2011	December 31, 2011
AT&T Incorporated	1,000 0		28,715	30,240
Abbott Laboratories	650 0		34,820	36,550
Chevron Corporation	357 0		34,453	37,985
Chubb Corporation	508 0		34,608	35,164
Digital Realty Tr Incorporated	555.0		34,553	37,002
Du Pont E I de Nemours & Co	590 0	28,404	28,404	27,010
Energen Corp	570 0	27,666	27,665	28,500
GB Value Partners II, LLC	128,288 0	100,346	98,941	123,438
GPS Income Fund Ltd Class R	1,434.0	1,434	1,434	1,434
Goldman Sachs Local Emerging Debt Fd	6,064 0		60,349	52,393
International Business Machines	60 0	6,197	6,196	11,033
Ishares Iboxx High Yield	900.0	76,153	76,153	80,487
Jackson Creek Holdings, LLLC	50,000 0	31,546	29,302	40,000
Mars Hill Global Relative Vvalue	8,960 0	225,976	0	0
McDonalds Corp	360 0	27,713	27,713	36,119
National Fuel Gas Company	500 0		35,443	27,790
Pimco Unconstrained Bond Fund	12,635 4	140,000	140,000	137,599
Procter & Gamble Co	650 0		40,201	43,362
Proshares Ultra Short Euro ETF	7,170 0	151,520	0	0
SPDR Barclays High Yield ETF	2,000 0	75,776	75,776	76,900
SPDR Gold Tr	300 0	35,654	35,654	45,597
Smucker J M Co	440 0	27,912	27,912	34,395
UnitedHealth Group	1,040 0		41,137	52,707
		<u>\$956,297</u>	<u>\$919,429</u>	<u>\$995,705</u>

The Hester E. & Edwin W. Giddings Foundation
Colorado Springs, Colorado

84-1266717
December 31, 2011

Investments - Corporate Bonds
Part II - Line 10c

	2011 Face Value	Rate	Date of Maturity	Cost		Fair Market Value December 31, 2011
				December 31, 2010	December 31, 2011	
JP Morgan Alerian MLP Index	1,600 0			\$0	\$59,376	\$62,352
				\$	-	\$ 59,376
						\$ 62,352

Name The Hester E. & Edwin W. Giddings Foundation Employer Identification Number 84-1266717

Asset Information:Description of Property: Publicly Traded Securities - Schedule Attached

Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer: Various
Sales Price: 378,922. Cost or other basis (do not reduce by depreciation) 444,856.
Sales Expense: _____ Valuation Method: Fair Market Value
Total Gain (Loss): -65,934. Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise	1,078.			
Withheld	32.			

Total 1,110.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wilton W Cogswell, III	Legal	962.			

Total 962.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lotspeich & Collins,	Tax return preparation	2,530.			

Total 2,530.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Huntley Thatcher & El	Investment management	932.			
Raymond James	Investment management	6,443.			

Total 7,375.